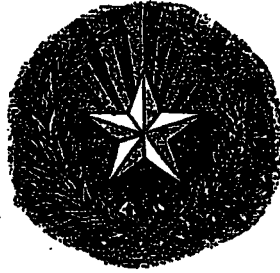


For Permit



The State of Texas

Department of State

No. 5251

I, **Emma Grigsby Meharg**

Secretary of State of The State of Texas

Do hereby Certify That a certified copy of the Articles of Incorporation, and amendments thereto at the date hereof, of **STATE TELEPHONE COMPANY OF TEXAS**

with office **Chicago, Illinois** incorporated under the laws of the State of **Delaware** with an authorized capital stock of \$ **100,000.00**

as shown by said certified copy of Articles of Incorporation and affidavit attached thereto at the date hereof, was filed with this Department on the **2** day of **July**, 192**6**, as is by the laws of Texas provided and required of foreign corporations, and said corporation is hereby granted a permit to do business in the State of Texas for the purpose and to the extent as follows:

To Construct and maintain a telegraph and telephone line.

together with such further powers and privileges as are conferred on foreign corporations by the laws of the State of Texas, for a period of ten years, subject to compliance with the Constitution and laws of the State of Texas.

IN TESTIMONY WHEREOF WITNESS MY OFFICIAL Signature, and the Seal of the State of Texas, affixed at the City of Austin, on this the **9** day of **July**, A. D., 192**6**

(Seal)

Emma Grigsby Meharg

Secretary of State.

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**APPLICATION FOR PERMIT TO DO BUSINESS IN THE STATE OF TEXAS
BY FOREIGN CORPORATION.**

I. STATE TELEPHONE COMPANY OF TEXAS

duly incorporated under the laws of Delaware hereby
makes application for Permit to do business in the State of Texas.

(There is attached hereto a certified copy of the original Articles of Incorporation and all amendments to said Original articles
of incorporation that have been filed in the jurisdiction of its creation at the date hereof.)

II. The purpose of the business said corporation desires to transact in Texas is to construct
and maintain a telegraph and telephone line.

which said business it is authorized to transact by the charter, and which business it is authorized to transact in
the state of its creation under and by virtue of said charter, and is authorized by the laws of Texas.

III. The home office of said corporation to which all notices from the Secretary of State are requested
to be mailed is 111 W. Monroe Street Chicago
(Street Address) (City)
Illinois
(State)

Its business in the State of Texas is to be transacted at

The name of the manager or person in charge of said Texas business or agency will be

A. C. Hendricks Temple-Ellis Building
(Name) (Street Address)
Lubbock, Texas
(City)

IV. The number of the directors of said corporation is five and the names and residences
of its present board of directors are as follows:

Name	Residence
<u>A. C. Hendricks,</u>	<u>Lubbock, Texas</u>
<u>E. H. Hendricks,</u>	<u>Crosbyton, Texas</u>
<u>George C. Rainouard,</u>	<u>Lubbock, Texas</u>
<u>F. N. Kneeland,</u>	<u>Chicago, Illinois</u>
<u>Harry P. Bailey</u>	<u>Lubbock, Texas</u>

V. This application for permit is accompanied by anti-trust affidavit of the State of Texas, duly executed
by and on behalf of said corporation by the proper officers, and certified copy of articles and amendments.

VI. a. The amount of the AUTHORIZED CAPITAL STOCK shown by its charter and amendments at
this date:

Common Stock	shares	
of the par value of \$		\$
Preferred Stock	shares	
of the par value of \$		\$
Non Par Value Common Stock <u>10,000</u>	shares	
<u>\$100,000.00</u>		<u>\$100,000.00</u>
Non Par Value Preferred Stock	shares	
\$		\$

b. The amount of the SUBSCRIBED CAPITAL STOCK OF THE AUTHORIZED capital stock is as
follows:

Common Stock	shares	
of the par value of \$		\$
Preferred Stock	shares	
of the par value of \$		\$
Non Par Value Common Stock <u>10,000</u>	shares	
<u>\$100,000.00</u>		<u>\$100,000.00</u>
Non Par Value Preferred Stock	shares	
\$		\$

c. The amount of the PAID IN Capital Stock of the authorized capital stock is as follows:

Common Stock	shares	
of the par value of \$		\$
Preferred Stock	shares	
of the par value of \$		\$
Non Par Value Common Stock <u>10,000</u>	shares	
<u>\$100,000.00</u>		<u>\$100,000.00</u>
Non Par Value Preferred Stock	shares	
\$		\$

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d. The Gross assets of the corporation at this date are - - \$ 100,000.00

Total surplus and undivided profits of said corporation on said date - - - \$

Total Liabilities of said corporation on said date - - - \$100,000.00

We and each of us do solemnly swear that the facts set forth in the above and foregoing application for a permit to do business in Texas are true and correct.

Stephen J. Kneeland Vice President.

Arthur VanCleave Secretary.

Subscribed and sworn to before me this the 29th day of June, 1926

Lewis P. Bailey
Notary Public,
Chicago, Illinois,
State.

NOTE—At least 50% of the authorized capital stock must be subscribed and at least 10% paid in, or \$100,000.00 paid in, in cash, that the corporation may be qualified for a permit in Texas as to its capital stock. (Article 1314 R. S.)

NOTE—The purposes for which a foreign corporation may obtain a permit to do business in Texas must be those for which a domestic corporation may be incorporated, and must conform to one of the subdivisions of Article 1321, Revised Civil Statutes, 1911.

STATE OF ILLINOIS

COUNTY OF COOK

Before me, the undersigned authority, on this day personally appeared F. W. Kneeland Vice

President, and Arthur VanCleave Secretary, of the STATE TELEPHONE COMPANY OF TEXAS known to me to be the persons whose names are subscribed to the foregoing instrument, who each for himself acknowledge to me that he executed the foregoing application for permit to do business in the State of Texas for and on behalf of said corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

IN TESTIMONY WHEREOF, each hereunto signs his name this 29th day of

June, A. D., 1926

Lewis P. Bailey
Notary Public in and for

Cook County, Chicago, Ill.

ANTI-TRUST AFFIDAVIT USED BY FOREIGN CORPORATION MAKING APPLICATION FOR PERMIT TO DO BUSINESS IN TEXAS.

NO FOREIGN CORPORATION CAN BE ADMITTED WHICH DOES NOT MAKE THIS AFFIDAVIT.

STATE OF ILLINOIS

COUNTY OF COOK

Before me, the undersigned authority, on this day personally appeared F. W. Kneeland who being by me duly sworn, deposes and says:

STATE TELEPHONE COMPANY OF TEXAS is not a trust or combination in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restrictions in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any other person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figure, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce, partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the said STATE TELEPHONE COMPANY OF TEXAS has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquire the shares or certificates of stock or bonds, franchises or other rights or the physical properties of any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreement or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the said STATE TELEPHONE COMPANY OF TEXAS has, within his knowledge, during the said twelve months, made on behalf of it or for its benefit, any such contract or agreement as is specified in this affidavit.

Sworn to and subscribed before me, this the 29th day of June, A. D., 1926

Lewis P. Bailey
Notary Public in and for Cook County, Illinois.

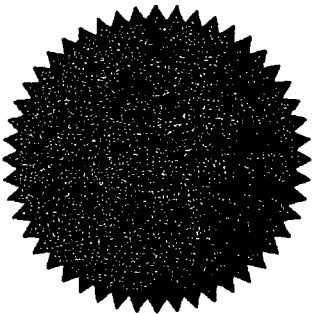
(NOTE—The above affidavit must be subscribed and sworn to by the president or vice-president or secretary-treasurer or two of the directors of the corporation applying for permit.)



Office of Secretary of State

I, Sylvester A. Townsend, Jr., Secretary of State, of the State of Delaware,
do hereby certify *that the above and foregoing is a true and correct copy of*
Certificate of Incorporation of the "STATE TELEPHONE COMPANY OF
DELAWARE," as received and filed in this office the twenty-eighth day
of June, A. D. 1926, at 9 o'clock A. M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover, this twenty-eighth *day*
of June, *in the year of our Lord*
one thousand nine hundred and twenty-six.



S. A. Townsend, Jr.
Secretary of State.

CERTIFICATE OF INCORPORATION
OF
STATE TELEPHONE COMPANY OF TEXAS

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WE, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of 1915, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST:--The name of the corporation is

STATE TELEPHONE COMPANY OF TEXAS.

SECOND:--The principal office of the corporation is to be located in the City of Dover, in the County of Kent, in the State of Delaware. The name of its resident agent is the UNITED STATES CORPORATION COMPANY, whose address is No. 19-21 Dover Green, in said City.

THIRD:--The nature of the business of the corporation and the objects or purposes to be transacted, promoted or carried on by it, are as follows; to-wit:

(a) To carry on the business of a telephone, telegraph and cable company, and in particular to establish, work, control, regulate, manage, maintain and operate telephone exchanges and to transmit and facilitate the transmission of telephone, telegraph and cable communications and messages; to construct, equip, maintain, operate, lease and sell telephone, telegraph and cable lines and systems and all kinds of works, machinery, apparatus, conveniences and things capable of being used in connection with any of these objects;

(b) To acquire, construct, erect, lay down, maintain, enlarge, alter, work and use all such lands, buildings, easements and other works, machinery, plant, stock, pipes, lamps, motors, fittings, meters, apparatus, appliances, materials and things, and to supply all such materials, products and things as may be necessary, incident or convenient in connection with the production, use, storage, regulation, measurement, supply and distribution of any of the products of the company:

(c) To carry on and conduct a general engineering and contracting business, including therein the designing, planning, constructing, enlarging, repairing, removing or otherwise engaging in any works upon buildings, works, roads, highways, plants, bridges, piers, docks, mines, shafts, reservoirs, waterworks, tanks, railway structures, and all iron, steel, wood, masonry, and earth construction, and to undertake, perform, extend and receive any contracts or assignments of contracts therefor; to carry on the general business of appraisers, valuers and estimators for property, both real and personal:

(d) To purchase, acquire, hold, sell, exchange, pledge, hypothecate, or otherwise dispose of or deal in, the stocks, notes, bonds, securities, debentures or other evidences of indebtedness, and obligations of any person, persons, firm, or co-partnership or association, or of any private, public, quasi-public or municipal corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative sub-division or department thereof, and more particularly corporations transacting a like or similar business, and all trust, participation or other certificates of, or receipts evidencing interest in any such securities, and, while the owner of any such stocks, bonds, or other evidences of indebtedness or interest therein, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes:

(e) To buy, purchase, otherwise acquire, and to hold, cancel, retire, reissue, or otherwise dispose of the shares of the capital stock, bonds, notes, debentures, debenture bonds and other obligations of this corporation, from time to time, to such extent, at such price, and in such manner and upon such terms, as the Board of Directors of this corporation shall from time to time determine:

(f) To apply for, purchase, or in any manner to acquire, and to hold, own, use, and operate, and to sell or in any manner dispose of, and to grant, license other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, or otherwise to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them:

(g) To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, patents and patent rights, copyrights and any interest in real or personal property:

(h) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the company, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise:

(i) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the company:

(j) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incident or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized:

(k) The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part there-

of, and to have one or more offices, and to exercise all or any of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

FOURTH:--The total number of shares which may be issued by the corporation is Ten Thousand (10,000) all of which shall have no nominal or par value.

Without action by the stockholders, the shares of stock without par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

FIFTH:--The corporation will commence business with Ten (10) shares.

SIXTH:--The names and places of residence of each of the original subscribers to the capital stock and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES</u>
E. E. Craig	Dover, Delaware	6
A. L. Raughley	Dover, Delaware	2
M. S. Cook	Dover, Delaware	2

SEVENTH:--The corporation is to have perpetual existence.

EIGHTH:--The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH:--The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the By-Laws. In case of any increase in the number of direc-

tors, the additional directors may be elected by the directors or by the stockholders at an annual or special meeting, as shall be provided in the By-Laws.

The directors from time to time may determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the company (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the company, unless expressly so authorized by statute or by a resolution of the stockholders or the directors.

The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the capital stock of the company which is represented in person or by proxy at such meeting, (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders, as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

The directors shall also have power, without the assent or vote of the stockholders, to make and alter By-Laws of the corporation; to fix the times for the declaration and payment of dividends; to fix and vary the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation, or any part thereof.

The directors shall also have power, with the consent in writing of a majority of the holders of the voting stock issued and outstanding, or upon the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power, to sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the corporation; to determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in their discretion the directors may use and apply any such surplus or accumulated profits in purchasing or acquiring the bonds or other obligations or shares of capital stock of the corporation, to such extent and in such manner and upon such terms as the directors shall deem expedient; but shares of such capital stock so purchased or acquired may be re-sold unless such shares shall have been retired for the purpose of decreasing the corporation's capital stock as provided by law.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any By-Laws from time to time made by the stockholders; provided, however, that no By-Law so made shall invalidate any prior act of the directors which would have been valid if such By-Law had not been made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, the 28th day of June, 1926.

E. E. CRAIG (L. S.)

In presence of:

A. L. RAUGHLEY (L. S.)

C. H. JARVIS
as to all

M. S. COOK (L. S.)

STATE OF DELAWARE)
 : SS:
COUNTY OF KENT)

BE IT REMEMBERED, that on this 28th day of June, A. D. 1926, personally came before me, C. H. Jarvis, a Notary Public in and for the County and State aforesaid, E. E. Craig, A. L. Raughley and M. S. Cook, parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

C. H. JARVIS
Notary Public.